



C O R P O R A T I O N

VIA AIRBORNE EXPRESS



September 16, 2004

RECORDATION NO. 25133-A FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

SEP 17 '04 2-28 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of the Memorandum of Assignment and Assumption Agreement dated as of August 9, 2004, between the following parties:

Assignee: ICX Corporation  
2 Summit Park Drive, Suite 300  
Cleveland, OH 44131

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

A description of the railroad equipment covered by the enclosed document is:

One hundred seventy six (176), 1971 & 980 built woodchip hopper railcar bearing reporting marks:

WVCX 3000 – WVCX 3051, inclusive  
WVCX 3053 – WVCX 3067, inclusive  
WVCX 3069 – WVCX 3083, inclusive  
WVCX 3085 – WVCX 3145, inclusive  
WVCX 3147 – WVCX 3179, inclusive

ICX CORPORATION

2 Summit Park Drive

Suite 300

Cleveland, OH 44131

(216) 328-8700 • Fax (216) 328-8710

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement between ICX Corporation, Assignee, The David J. Joseph Company, Assignee, dated August 9, 2004 related to one hundred seventy six (176) railcars bearing reporting marks WVCX 3000 – 3179, sporadic.

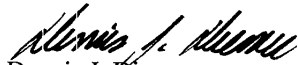
Please file this as a secondary document as it relates to the Memorandum of Railroad Equipment Lease Agreement previously filed with the Board under Recordation Number 25133.

The filing fee for this document in the amount of \$30.00 is included on the enclosed check.

Please return two (2) stamped copies of the enclosed document to the undersigned.

Very truly yours,

ICX CORPORATION



Dennis J. Diemer  
Vice President

DJD/dag

Enclosures

RECORDATION NO.

25133-A  
FILED

SEP 17 '04

2-28 PM

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 9, 2004, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Assignor") and **ICX CORPORATION**, an Ohio corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated July 27, 2004, between Assignor, as Lessor, and MEADWESTVACO CORPORATION, as Lessee, for one hundred seventy-six (176) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**IN WITNESS WHEREOF**, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in the Purchase and Sale Agreement by and between Assignor and Assignee.

**THE DAVID J. JOSEPH COMPANY**

By: \_\_\_\_\_

Name: Paul G. Jantsch

Title: Executive Vice President

**ICX CORPORATION**

By: \_\_\_\_\_

Name: Dennis J. Diemer  
**Vice President**

Title: \_\_\_\_\_

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 9<sup>th</sup> day of August, 2004, before me the subscriber, Angela Denise Watts a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the Executive Vice President of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9<sup>th</sup> day of August, 2004.

Angela Denise Watts  
(Notary Signature)

My commission expires:

\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF OHIO )  
 ) SS:  
COUNTY OF CUYAHOGA )

On this 9<sup>th</sup> day of August, 2004, before me the subscriber, DEBRA A. GRIM, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named DEAN S. BROWN, to me personally known, who stated and acknowledged that he/she is the VICE PRESIDENT of ICX Corporation, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9<sup>th</sup> day of August, 2004.

Debra A. Grim  
(Notary Signature)

**DEBRA A. GRIM**  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

My commission expires:

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**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

One hundred seventy-six (176), 1971 & 1980 built woodchip hopper railcars bearing reporting marks:

WVCX 3000 – WVCX 3051, inclusive  
WVCX 3053 – WVCX 3067, inclusive  
WVCX 3069 – WVCX 3083, inclusive  
WVCX 3085 – WVCX 3145, inclusive  
WVCX 3147 – WVCX 3179, inclusive

**LEASE:** Dated July 27, 2004, between THE DAVID J. JOSEPH COMPANY and MEADWESTVACO CORPORATION.

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